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November 16, 2010

Oregon Public Utility Commission  
Attn: Filing Center  
550 Capital Street NE, #215  
Salem, OR 97308-2148

Re: *In the Matter of CenturyLink, Inc., Application for Approval of Merger Between  
CenturyTel Inc. and Qwest Communications, Inc.*  
Docket UM 1484

Dear Commission:

Enclosed for filing in the above docket, please find the Order Approving and Adopting Stipulation to Allow Filing of Sprint and Charter's Witness Testimony Based upon Minnesota Merger Proceedings before the Washington State Utilities and Transportation Commission in Docket UT-100820.

Very truly yours,

GRAHAM & DUNN PC



Judith A. Endejan

JAЕ/dtd  
Enclosures  
cc: Service List

M42299-1490919

[Service Date November 16, 2010]

**BEFORE THE WASHINGTON STATE  
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of	)	DOCKET UT-100820
	)	
	)	
QWEST COMMUNICATIONS	)	ORDER 12
INTERNATIONAL INC. AND	)	
CENTURYTEL, INC.	)	ORDER APPROVING AND
	)	ADOPTING STIPULATION TO
	)	ALLOW FILING OF SPRINT AND
For Approval of Indirect Transfer of	)	CHARTER'S WITNESS
Control of Qwest Corporation, Qwest	)	TESTIMONY BASED UPON
Communications Company LLC, and	)	MINNESOTA MERGER
Qwest LD Corp.	)	PROCEEDINGS
.....	)	

1     **PROCEEDINGS.** On May 13, 2010, Qwest Communications International Inc. (QCII) and CenturyTel, Inc. (CenturyLink) filed a joint application with the Washington Utilities and Transportation Commission (Commission) for expedited approval of the indirect transfer of control of QCII's operating subsidiaries, Qwest Corporation, Qwest LD Corp., and Qwest Communications Company LLC (collectively Qwest) to CenturyLink (collectively with QCII, Joint Applicants). By Order 02, Prehearing Conference Order, entered June 10, 2010, the Commission established a procedural schedule in this matter.

2     **MOTION TO ALLOW TESTIMONY.** On October 28, 2010, Sprint Nextel Corporation (Sprint) filed a Motion to Allow Sprint Witness in Minnesota Merger Proceeding to File Testimony on Hart-Scott-Rodino Act (HSR) Documents on an Expedited Basis (Sprint's Motion). In its Motion, Sprint states that its witness, James A. Appleby, is an in-house witness.<sup>1</sup> Pursuant to Order 01, Protective Order, in-house expert witnesses are not permitted to review and cite to Highly Confidential

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<sup>1</sup> Sprint's Motion, ¶ 1.

information in their testimony.<sup>2</sup> Sprint asserts that Mr. Appleby was allowed to review and testify on Joint Applicants' Highly Confidential HSR documents in a similar proceeding in Minnesota.<sup>3</sup> Sprint argues that Mr. Appleby's testimony in Minnesota, attached to Sprint's Motion, addresses "the anticipated revenue opportunities that will be produced by virtue of the merger, 'owner's economics' of owning a network that allows the avoidance of costs that competitors must bear, and management views on the adoption of Qwest interconnection agreements in CenturyLink areas."<sup>4</sup> The company contends that this information is both relevant and important to the merger review by the Commission.<sup>5</sup> Sprint requests expedited treatment of its Motion so that it will be able to file Mr. Appleby's testimony by the November 1, 2010, supplemental testimony deadline.<sup>6</sup>

- 3 **STIPULATION TO ALLOW TESTIMONY.** On October 29, 2010, Sprint informed the Commission and the parties that it had reached an agreement with the Joint Applicants such that Joint Applicants would not oppose Sprint's Motion.<sup>7</sup> On November 1, 2010, Sprint and Charter Fiberlink WA-CCVII, LLC (Charter), filed the Highly Confidential Testimony of James A. Appleby and Billy H. Pruitt,<sup>8</sup> respectively. Both witnesses based their testimony on Joint Applicants' HSR documents.

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<sup>2</sup> Order 01, ¶ 14.

<sup>3</sup> Sprint's Motion, ¶ 3.

<sup>4</sup> *Id.*

<sup>5</sup> *Id.*, ¶¶ 3 and 6.

<sup>6</sup> *Id.*, ¶ 8.

<sup>7</sup> E-mail from Judy Endejan, dated October 29, 2010, on file with the UTC Records Center.

<sup>8</sup> Mr. Pruitt, as Manager of Interconnection Services for Charter Communications, Inc., a subsidiary of Charter, is an in-house witness and would otherwise be precluded from viewing Highly Confidential information.

- 4 On November 4, 2010, Joint Applicants, Sprint, and Charter filed a Stipulation to Allow Filing of Sprint and Charter Witness Testimony Based upon Minnesota Merger Proceeding (Stipulation). The Stipulation indicated that Joint Applicants have agreed to allow Mr. Appleby and Mr. Pruitt to file testimony based upon their testimony in the Minnesota matter.<sup>9</sup> Joint Applicants, according to the Stipulation, do not waive the Highly Confidential designation of the HSR documents nor do they agree that any other in-house counsel or expert should be allowed to review the documents.<sup>10</sup>
- 5 The Commission issued a Notice of Opportunity to Respond to Motion and Subsequent Stipulation with responses due by November 12, 2010. None of the parties filed responses.
- 6 **DISCUSSION AND DECISION.** Restrictions placed on the dissemination of certain sensitive information are primarily for the benefit of the parties to a case. In this instance, the HSR documents contain information that Joint Applicants believe are too commercially sensitive for in-house counsel and experts to view. However, Mr. Pruitt and Mr. Appleby have already reviewed the documents in the Minnesota proceeding. Further, Joint Applicants, the parties who are most at risk if the information is allowed in the testimony, have stipulated to its inclusion. The other parties have been given the opportunity to raise issue with the stipulation and none have.
- 7 We find that the stipulation is in the public interest and approve and adopt it.

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<sup>9</sup> Stipulation, ¶ 2.

<sup>10</sup> *Id.*

**ORDER**

8     **THE COMMISSION ORDERS, THAT** the Stipulation to Allow Filing of Sprint Nextel Corporation, and Charter Fiberlink WA-CCVII, LLC, Witness Testimony Based Upon the Minnesota Merger Proceeding, filed on November 4, 2010, is approved and adopted.

Dated at Olympia, Washington, and effective November 16, 2010.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

MARGUERITE E. FRIEDLANDER  
Administrative Law Judge

**NOTICE TO PARTIES:** This is an Interlocutory Order of the Commission. Administrative review may be available through a petition for review, filed within 10 days of the service of this Order pursuant to WAC 480-07-810.

**CERTIFICATE OF SERVICE  
UM 1484**

I hereby certify that the Letter of Judith A. Endejan enclosing Order in WUTC Docket 100820 was served on the following persons on November 16, 2010, by email to all parties and by U.S. Mail to the parties who have not waived paper service:

W=Waive Paper service

C=Confidential

HC=Highly Confidential

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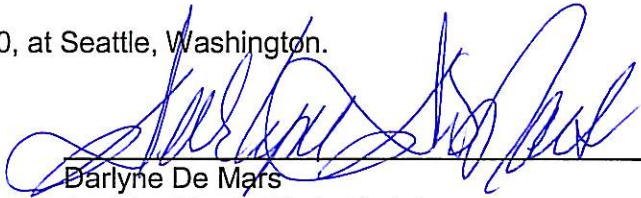
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DATED this 16<sup>th</sup> day of November, 2010, at Seattle, Washington.

  
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